

**TRAILER TRAIN  
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606  
(312) 786-1200

February 14, 1977

Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. *8643-A* Filed & Recorded

FEB 15 1977 *10 50 AM '77*

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Manufacturing Agreement Supplement No. 1, dated as of February 21, 1977, which supplements the Manufacturing Agreement dated as of December 15, 1976, between Pullman Incorporated (Pullman Standard Division) and Trailer Train Company. Eight counterpart originals of the Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Manufacturers:	Pullman Incorporated (Pullman Standard Division) 200 South Michigan Avenue Chicago, Illinois 60604
Company:	Trailer Train Company 300 South Wacker Drive Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", 70- ton capacity; hydraulic draft gear, low level flat cars for auto rack ser- vice	FC	305	TTX	851463 - 851767

*7-046 A017*  
Date **FEB 15 1977**  
Fee \$ *10.-*  
CC Washington, D. C.

\*All units have marked on each side thereof the following legend:

RECEIVED  
FEB 15 10 50 AM '77  
I.C.C.  
FEE OPERATION BR.

*C. H. Kumbel*  
*C. H. Kumbel*

Mr. Robert L. Oswald  
February 14, 1977  
Page Two

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

1116.4(e) - Prior recordation of the Manufacturing Agreement relating to this Supplement has been made on December 30, 1976, at 3:25 p.m., recordation number 8643.

1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement being recorded should be returned to Ms. C. Kunkel, Kunkel Transportation Services, Incorporated.

Very truly yours,



T.D. Marion  
Manager, Equipment Financing

nh  
Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

2/15/77

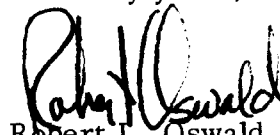
OFFICE OF THE SECRETARY

**T.D. Marion**  
**Trailer Train Co.**  
**300 South Wacker Drive**  
**Chicago, Illinois 60606**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 2/15/77 at 10: 55am ' and assigned recordation number(s) 8643-A

Sincerely yours,



Robert L. Oswald  
Secretary

Enclosure(s)

SE-30  
(5/76)

RECORDATION NO. 8643-A Filed & Recorded

FEB 15 1977 10:50 AM  
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1

dated as of February 21, 1977, between PULLMAN  
INCORPORATED (Pullman Standard Division) (hereinafter  
called the Manufacturer) and TRAILER TRAIN COMPANY  
(hereinafter called the Company).

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 30, 1976, at 3:25 p.m., recordation number 8643, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect to such units of railroad equipment, and set forth in Items 2 and 3 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

PULLMAN INCORPORATED  
(Pullman Standard Division)



By Thomas B. Glaser  
Vice President - Freight Unit

William O. O'Leary  
Assistant Secretary

TRAILER TRAIN COMPANY

(CORPORATE SEAL)

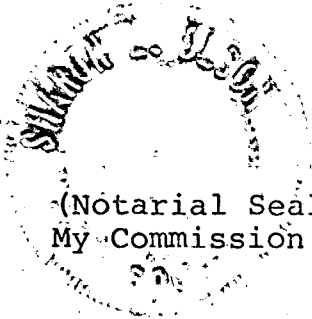
By R. E. Zimmerman  
Assistant Treasurer



R. J. Dalsh  
Assistant Secretary

STATE OF ILLINOIS     )  
COUNTY OF COOK       )   SS.:

On this day of *February 8*, 1977, before me personally appeared *Thomas P. Glaser*, to me personally known, who being by me duly sworn, says that he is a Vice President - Freight Unit of PULLMAN INCORPORATED (Pullman Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Sharon A. Olson*  
Notary Public

STATE OF ILLINOIS     )  
COUNTY OF COOK       )   SS.:

On this 2nd day of February, 1977, before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Jo Ann Frank*  
Notary Public

(Notarial Seal)  
My Commission Expires: May 17, 1980

# ANNEX A

## PULLMAN INCORPORATED (Pullman Standard Division) (Manufacturer)

## TRAILER TRAIN COMPANY (Company)

Item 1:

<u>Type</u>	<u>Quantity</u>	<u>Company's Car Numbers (Inclusive)</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Month of Delivery</u>	<u>Specification (Contract Number)</u>
89'4", 70-ton capacity, low level hydraulic draft gear flat car for auto rack service	130	851463-851592	\$32,000	\$4,160,000	Feb. '77	T-4076-P
	100	851593-851692	32,000	3,200,000	Mar. '77	T-5076-P
	<u>75</u>	851693-851767	32,211	<u>2,415,825</u>	Mar. '77	T-5076-P
	305			\$9,775,825		

Item 2: August 21, 1977

Item 3: August 21, 1977

Item 4: 200 South Michigan Avenue, Chicago, Illinois 60604